

**MOTION FOR APPOINTMENT
OF REGIONAL MANAGEMENT COMMITTEE**

EXHIBIT 4

Proposed Bylaws

PORPOSED DRAFT OF BYLAWS - January 25, 2011

**INTERIM REGIONAL MANAGEMENT COMMITTEE
FOR THE DETROIT WATER & SEWERAGE DEPARTMENT
BYLAWS GOVERNING CONDUCT OF BUSINESS**

RECITALS:

WHEREAS, pursuant to Federal District Court Memorandum and Order dated _____, 2011 there is created a Interim Regional Management Committee ("IRMC") as Special Administrator for the Detroit Water & Sewerage Department ("DWSD") whose purpose is to correct and eliminate the causes of non-compliance of the Detroit Wastewater Treatment Plant's ("WWTP") National Pollutant Discharge Elimination System ("NPDES Permit"); and

WHEREAS, the IRMC shall be comprised of the Mayor of the City of Detroit or his designee, the Public Works Commissioner of Macomb County, the Water Resources Commissioner of Oakland County, the Wayne County Director of Department of Environment or their respective designees, and a person designated by this Court; and,

WHEREAS, to ensure proper management of the WWTP and DWSD the IRMC member agree to proceed in the following manner and with the following understandings governing the conduct of business:

Article 1. Name, Purpose, Principal Office and Term

- 1.1. Interim Regional Management Committee. There is created a committee known as the Interim Regional Management Committee (IRMC) as Special Administrator with oversight and management of the Detroit Water & Sewerage Department (DWSD). The IRMC shall be comprised of the Mayor of the City of Detroit or his designee, the Public Works Commissioner of Macomb County or his designee, the Water Resources Commissioner of Oakland County or his designee, the Wayne County Director of Department of Environment or his designee, and a person designated by the Court.
- 1.2. Purpose. The IRMC shall have the authority to control, manage, and operate the WWTP and DWSD, including all functions and authority of the Detroit City Council, the Detroit Board of Water Commissioners, DWSD, and any other departments, boards or divisions of the City of Detroit to the extent that affect the ability of the IRMC to meet the requirements of sustained compliance with the

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NPDES permit and the orders of the United States Federal District Court, including the consent judgments previously entered by the Court.

- 1.3. Principal Office. The principal office of the IRMC shall be located within the Office of _____.
- 1.4. Term. The IRMC shall remain active for a minimum of one (1) year until further order of the Federal Court. The term shall begin on _____, 2011.

Article 2. Appointment of Officers; Meetings and Quorum; Open Meetings Act Compliance

- 2.1 Appointment of Officers. The members of the IRMC shall, at the first meeting of the IRMC and annually thereafter at its first meeting of the IRMC in each Fiscal Year, appoint a Chairperson, Vice Chairperson and Secretary.
- 2.2 Chairperson. Except as provided herein, the Chairperson shall not have any executive or administrative functions other than as a member of the IRMC. The Chairperson shall preside at all meetings of the IRMC and is designated to affix his or her signature to all agreements, contracts or other documents approved by the IRMC.
- 2.3 Vice Chairperson. The Vice Chairperson shall perform all duties of the Chairperson in case of absence or incapacity of the Chairperson.
- 2.4 Secretary. The Secretary shall be the recording officer of the IRMC. It shall be the duty of the Secretary to record all of the proceedings of the IRMC; make regular entries of all resolutions and decisions of the IRMC upon all questions; record the vote of each member of the IRMC on questions submitted to the IRMC; and perform such other and further duties as the IRMC may require.
- 2.5 Regular Meetings. Regular meetings of the IRMC shall be held at least quarterly at such time and place as shall be determined by the IRMC. All meetings of the IRMC shall be held in compliance with the provisions of the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, as amended. Other meetings may be called by the Chairperson or 2 members of the IRMC Board upon 24 hours notice by telephone or electronic mail.

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- 2.6 Quorum and Voting. Three (3) IRMC members shall constitute a quorum for the transaction of business by the IRMC. The IRMC shall act only by majority vote of the IRMC members present.

Article 3. Authority and Responsibilities; Hiring DWSD Director; Adoption of Purchasing Procedures.

- 3.1. Authority. Except to the extent prohibited by applicable law and by order of the United States Federal District Court, the IRMC, in carrying out its purposes, shall have and exercise all the powers and duties conferred upon it by the United States District Court. Specifically, the IRMC shall have the authority to manage, control and deal with all items, assets, contracts, properties that constitute or are related to the WWTP or DWSD and shall have the authority required or necessary for the complete management and control of the DWSD, including but not limited to:

- a. Ensuring DWSD's functions and strategies are acted upon successfully.
- b. Ensuring there is sufficient human, financial, technological, information and material resources available to carry out DWSD functions and strategies.
- c. Ensuring the necessary business relationships, organizational structures and motivational schemes are in place to carry out the DWSD functions and strategies.
- d. Responsible for ensuring and maintaining the financial health of DWSD.
- e. Responsible for DWSD administration, legal affairs and the internal information technology infrastructure.
- f. Entering and performance of all contractual obligations of the system as it pertains to the DWSD, which shall be subject to the requirements of competitive bidding.
- g. To make and execute proposed alterations, changes, and extensions of the DWSD improvements, facilities, or services authorized herein; to locate, acquire, purchase, construct, alter, repair, maintain, and operate the improvements, facilities, and services authorized herein and enter into and execute contracts therefor.

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- h. Enter into intergovernmental agreements, as necessary, for the administration, operation and management of the WWTP or DWSD.
- i. Enter into and execute agreements with units of government, for the use of any DWSD improvements, facilities, or services and the collection of rates, charges, and assessments; and to make all necessary rules governing the use and operation of such improvements, facilities, or services.
- j. Obtain or prepare data for and determine rates, charges, and assessments to be imposed and collected for any improvements, facilities, and services authorized herein; to review and make adjustments of rates, charges, and assessments where the same are deemed excessive or inadequate.
- k. Collection of its receivables.
- l. Payment of DWSD debts.
- m. Shall work to address concerns and issues raised by wholesale customers as to (i) DWSD decisions regarding the operation of sewer facilities owned or operated by DWSD that serve the wholesale customers, (ii) rates, or (iii) other issues.
- n. The supervision of all employees of the system, including the hiring or dismissal thereof.
- o. The hiring of consultants, contractors, engineering firms or legal counsel that the IRMC deems necessary.
- p. To act as the applicant, agents, or sponsor for the City in the borrowing or loaning of money, issuing of notes or bonds and receiving of any gift or grant of funds or property for the purposes authorized herein; and pledging of security therefor as necessary subject to the established rights of existing bondholders.
- q. Establishing and adoption of policies for the administration of contracts, employees and contracts.

3.2. DWSD Director. The IRMC shall proceed to conduct a search, interview and hire a new Director of the DWSD who shall report directly to the IRMC.

3.3 Funding and Costs. IRMC member costs associated with management responsibilities under this agreement shall be paid by the DWSD enterprise system. However, no invoice for such costs shall be paid until presented to the Federal Court for its approval.

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